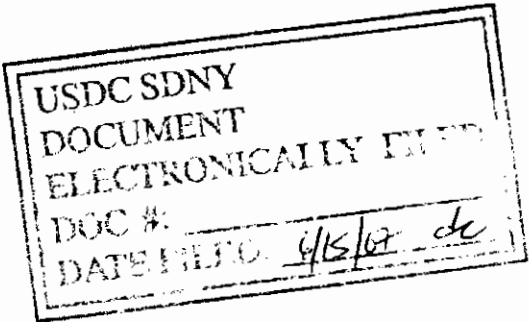


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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
NORTHWEST AIRLINES CORPORATION, et al.	:	Case No. 05-17930 (ALG)
	:	
Debtors.	:	
	:	Jointly Administered
<hr/>		
ASSOCIATION OF FLIGHT ATTENDANTS - CWA, AFL-CIO	:	
	:	
Plaintiff-Appellant,	:	Case No. 07-03969 (BSJ) • FILE IN
	:	Case No. 07-03970 (KMK)
v.	:	
	:	
NORTHWEST AIRLINES CORPORATION, et al.	:	
	:	
Defendants-Appellees.	:	
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**STIPULATION BETWEEN THE REORGANIZED DEBTORS
AND THE ASSOCIATION OF FLIGHT ATTENDANTS-CWA, AFL-CIO ("AFA")**

WHEREAS, on September 14, 2005 (the "Petition Date"), each of the Reorganized Debtors¹ filed with this Court a voluntary petition for relief under chapter 11, title 11, United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court");

WHEREAS, on April 25, 2007, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered its Order Denying the Association of Flight Attendants – CWA, AFL-CIO's Motion for Relief from the Judgment and Order Authorizing Debtors to Reject Their Collective Bargaining Agreement Covering Flight Attendants (Docket No. 6396) (the "Reconsideration Order");

WHEREAS, on April 25, 2007, the Bankruptcy Court entered its Order Expunging Claim Numbers 11283 and 11295 Filed by the Association of Flight Attendants (Docket No. 6412) (the "Claims Order");

WHEREAS, on May 3, 2007, AFA filed a Notice of Appeal of the Reconsideration Order (Docket No. 6525) (the "Reconsideration Order Appeal") and such appeal was docketed on May 22, 2007 as Case No. 07-03969 with the United States District Court for the Southern District of New York (the "District Court");

WHEREAS, on May 3, 2007, AFA filed a Notice of Appeal of the Claims Order (Docket No. 6527) (the "Claims Order Appeal" and together with the Reconsideration Order Appeal, the "Appeals") and such appeal was docketed on May 22, 2007 as Case No. 07-03970 with the

¹ The Reorganized Debtors consist of: Northwest Airlines Corporation, NWA Fuel Services Corporation, Northwest Aerospace Training Corp., Northwest Airlines, Inc., MLT Inc., Compass Airlines, Inc. *W/k/a* Northwest Airlines Cargo, Inc., NWA Retail Sales Inc., Montana Enterprises, Inc., NW Red Baron LLC, Aircraft Foreign Sales, Inc., NWA Worldclub, Inc. and NWA Aircraft Finance, Inc. The preceding entities, together with Northwest Airlines Holdings Corporation and NWA Inc., were the debtors and debtors in possession (the "Debtors") in these cases prior to May 31, 2007, the Effective Date of the Debtors' First Amended Joint and Consolidated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as amended and supplemented, the "Plan"). On the Effective Date, Northwest Airlines Holdings Corporation merged into NWA Inc. and thereafter, NWA Inc. merged into Northwest Airlines and went out of existence. NWA Aircraft Finance, Inc. filed its chapter 11 petition on September 30, 2005.

District Court;

WHEREAS, on May 18, 2007, the Bankruptcy Court entered its Findings of Fact, Conclusions of Law, and Order Under 11 U.S.C. § 1129(a) and (b) and Fed. R. Bankr. P. 3020 Confirming Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Docket No. 6944) and on May 31, 2007, the Plan became effective;

WHEREAS, on May 21, 2007, Bankruptcy Court entered its Order Pursuant to Federal Rule of Bankruptcy Procedure 9019 for Approval of Compromise and Agreements with the Association of Flight Attendants – CWA (“AFA”) (Docket No. 6963) (the “Settlement Order”);

WHEREAS, on May 29, 2007, AFA’s membership voted to ratify the amended collective bargaining agreement (“CBA”) between the Debtors and the AFA as approved in the Settlement Order;

WHEREAS, the terms of the CBA provide that ratification would moot the Appeals;

WHEREAS, on June 5, 2007, AFA received a challenge of the ratification vote, and it is currently conducting an investigation of this challenge; and

WHEREAS, the AFA must serve and file a brief in each of the Appeals (each a “Brief” and together, the “Briefs”) with the District Court by June 11, 2007;

NOW, THEREFORE, in consideration of the foregoing, the Reorganized Debtors and AFA hereby agree and stipulate as follows:

1. The Reorganized Debtors and AFA agree to extend the deadline for AFA to file the Briefs with the District Court to July 13, 2007, provided, however, that the Reorganized Debtors reserve any and all rights, remedies, claims, counterclaims, defenses and causes of action against AFA, together with any arguments or contentions in connection with the Appeals or otherwise, and neither this Stipulation, nor any statement made, action or position taken, or

document prepared or executed in connection with the negotiation, execution or implementation of this Stipulation shall serve to prevent or estop the Reorganized Debtors from asserting any and all rights, remedies, claims, counterclaims, defenses and causes of action against AFA and arguments or contentions in connection with the Appeals or otherwise.

2. This Stipulation shall be binding upon (i) all successors and assigns of each of the parties to the Stipulation and (ii) all parties in interest in the above-captioned bankruptcy cases.

3. Neither this Stipulation, nor any statement made, action or position taken, or document prepared or executed in connection with the negotiation, execution or implementation of this Stipulation shall be deemed to be, or construed as, an admission by any party hereto of any liability, wrongdoing, act or manner or that any claim or defense has or lacks merit.

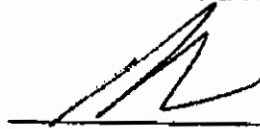
4. This Stipulation shall be construed and interpreted in accordance with the laws of the State of New York, without regard to the choice of law principles of the State of New York which could otherwise require the application of the law of another jurisdiction. If a court must resolve any dispute arising under this Stipulation, for purposes of construing this Stipulation, none of the parties hereto shall have been the drafter of the Stipulation.

5. Facsimile copies of signatures on this Stipulation are acceptable, and a facsimile copy of a signature on this Stipulation is deemed an original. This Stipulation may be signed in counterpart originals, which, when fully executed, shall constitute a single original.

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Dated: New York, New York
June 8, 2007

STIPULATED AND AGREED:



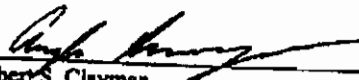
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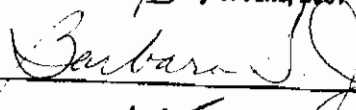
Attorneys for the Reorganized Debtors

STIPULATED AND AGREED:


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Counsel to Association of
Flight Attendants – CWA, AFL-CIO

So-ordered, this ^{5th} day of June, 2007


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